

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

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| FUSION ELITE ALL STARS and SPIRIT FACTOR LLC D/B/A FUEL ATHLETICS, Individually and on Behalf of All Others Similarly Situated | |
| Plaintiffs, v. VARSITY BRANDS, LLC; VARSITY SPIRIT, LLC; VARSITY SPIRIT FASHION & SUPPLIES, LLC; and U.S. ALL STAR FEDERATION, INC., | Civ. Action No. 2:20-cv-03390 |
| Defendants. | |

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| STARS AND STRIPES GYMNASTICS ACADEMY INC. D/B/A STARS AND STRIPES KIDS ACTIVITY CENTER, Individually and on Behalf of All Others Similarly Situated, | |
| Plaintiffs, v. VARSITY BRANDS, LLC; VARSITY SPIRIT, LLC; VARSITY SPIRIT FASHION & SUPPLIES, LLC; and U.S. ALL STAR FEDERATION, INC., | Civ. Action No. 2:20-cv-03277 |
| Defendants. | |

DECLARATION OF JOHN NEWBY IN SUPPORT OF
DEFENDANTS' JOINT MOTION TO TRANSFER CASES TO THE WESTERN
DISTRICT OF TENNESSEE

I, John Newby, declare as follows:

1. I am Executive Vice President, Impact and VIP Branding for Varsity Brands, LLC ("Varsity Brands") and Executive Vice President and General Manager of Varsity All Star for Varsity Spirit LLC ("Varsity Spirit"). I am a resident of Germantown, Tennessee, which is a suburb of Memphis.
2. I have reviewed Plaintiffs' Complaints in the above-referenced actions.
3. I understand that Plaintiffs have named Varsity Brands, Varsity Spirit, and Varsity Spirit Fashion & Supplies, LLC ("Varsity Fashion" and, with Varsity Brands and Varsity Spirit, the "Varsity Defendants") as defendants in the above-referenced actions.
4. Varsity Brands owns Varsity Spirit and Varsity Fashion. Varsity Spirit conducts what Plaintiffs refer to as "All-Star Competitions." Varsity Fashion is the entity that is responsible for what Plaintiffs refer to as "All-Star Apparel."
5. Varsity Spirit and Varsity Fashion are both headquartered and have nearly the entirety of their operations and employees in Memphis, Tennessee.
6. Based on the allegations in the Plaintiffs' Complaints, I expect that the vast majority if

not all of the books and records of the Varsity Defendants that may be relevant in this case are located in Memphis, Tennessee at the offices of Varsity Spirit and/or Varsity Fashion.

7. Nearly all of the events referenced in the Complaints, including negotiations of the relevant contracts and acquisitions, also occurred in Memphis, Tennessee. In addition, the discount programs that Plaintiffs challenge in their Complaints—the Network Agreements and the Family Plan—were created in and put forward from Memphis, Tennessee.

8. The individuals identified in the Complaints and the key employees responsible for the areas of the Varsity Defendants' business implicated by the Complaints all reside in the Memphis, Tennessee area.

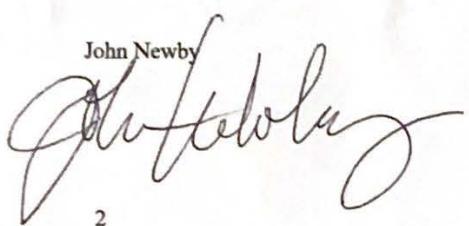
9. Jeff Webb, the founder of Varsity Spirit, and Bill Seely, the President of Varsity Spirit, are residents of the Western District of Tennessee.

10. Through Varsity Spirit, the Varsity Defendants "organize, promote, produce, and/or manage" more than four hundred cheerleading competitions of the type that Plaintiffs call "All-Star Competitions" in the United States each year, the vast majority of which are not held in the Eastern District of Pennsylvania. None of the competitions identified in the Complaints as Worlds, The Summit, or U.S. Finals are conducted in the Eastern District of Pennsylvania.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed on the 31st day of July, 2020.

John Newby

A handwritten signature in black ink, appearing to read "John Newby".

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